

32.00

DONELAN, CLEARY, WOOD & MASER, P. C.

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SEP 30 1993 -3 PM

INTERSTATE COMMERCE COMMISSION

September 30, 1993

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

SEP 30 1993 -3 PM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11303(a) and the regulations thereunder, are three executed counterparts each of (i) Memorandum of Railcar Lease Agreement ("Lease") between The First National Bank of Maryland, as Lessor, and Wheelabrator Coal Services Company, as Lessee, a primary document, dated as of September 30, 1993; and (ii) Assignment of Lease and Rents and of Guaranty ("the Assignment") from The First National Bank of Maryland, as Assignor, to Aid Association for Lutherans, as Assignee, relating to the aforesaid Lease, a secondary document, dated September 30, 1993.

The names and addresses of the parties to the enclosed documents are as follows:

Memorandum of Railcar Lease Agreement

LESSOR: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

LESSEE: Wheelabrator Coal Services Company
3505 Olsen, Suite 210
Amarillo, Texas 79109

Assignment of Lease and Rents and of Guaranty

ASSIGNOR: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

ASSIGNEE: Aid Association for Lutherans
4321 North Ballard Road
Appleton, Wisconsin 54919

A general description of the railroad equipment covered by the enclosed documents is as follows:

One hundred thirty seven (137) newly manufactured by Trinity Industries, Inc. 4,000 cu. ft., 118-ton capacity, 286,000 lb. gross rail load, roller bearing, five pocket, rapid discharge, rotary coupled aluminum open top coal hopper cars bearing GRTX reporting marks and identified by road nos. 13001 through 13130, inclusive, and WCSX reporting marks and identified by road nos. 12124 through 12130, inclusive.

Concurred

DONELAN, CLEARY, WOOD & MASER, P. C.

Letter to Honorable Sidney L. Strickland, Jr.

September 30, 1993

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It is also requested that the Assignment be cross-indexed in the "Vendee" Index Book ("white pages") under the name of the Assignee, namely under: Aid Association for Lutherans.

The undersigned is the attorney-in-fact of The First National Bank of Maryland, Wheelabrator Coal Services Company and Aid Association for Lutherans mentioned in the enclosed documents and has knowledge of the matters set forth therein.

Please return the extra copies of the enclosed documents to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005, or to the bearer hereof.

Also enclosed is a remittance in the amount of \$32.00 for the required recording fees.

A short summary of the documents to appear in the index follows:

PRIMARY DOCUMENT

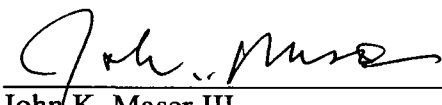
Memorandum of Railcar Lease Agreement, dated as of September 30, 1993 between The First National Bank of Maryland ("Lessor") and Wheelabrator Coal Services Company ("Lessee") relating to one hundred thirty seven (137) newly manufactured 4,000 cu. ft., 118-ton capacity, 286,000 lb. gross rail load, roller bearing, five pocket, rapid discharge, rotary coupled aluminum open top coal hopper cars bearing GRTX reporting marks and identified by road nos. 13001 through 13130, inclusive, and WCSX reporting marks and identified by road nos. 12124 through 12130, inclusive.

SECONDARY DOCUMENT

Assignment of Lease and Rents and of Guaranty, dated as of September 30, 1993, between The First National Bank of Maryland ("Assignor") and Aid Association for Lutherans ("Assignee") relating to One hundred thirty seven (137) newly manufactured 4,000 cu. ft., 118-ton capacity, 286,000 lb. gross rail load, roller bearing, five pocket, rapid discharge, rotary coupled aluminum open top coal hopper cars bearing GRTX reporting marks and identified by road nos. 13001 through 13130, inclusive, and WCSX reporting marks and identified by road nos. 12124 through 12130, inclusive.

Very truly yours,

THE FIRST NATIONAL BANK OF MARYLAND
WHEELABRATOR COAL SERVICES COMPANY
AID ASSOCIATION FOR LUTHERANS

By: 
John K. Maser III
Attorney-In-Fact

THE FIRST NATIONAL BANK OF MARYLAND

18423
SEP 30 1993 3:35 PM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF RAILCAR LEASE AGREEMENT

dated as of September 30, 1993

between

THE FIRST NATIONAL BANK OF MARYLAND,

as Lessor

and

WHEELABRATOR COAL SERVICES COMPANY,

as Lessee

**FILED WITH THE INTERSTATE COMMERCE COMMISSION
PURSUANT TO 49 U.S.C. § 11303
ON SEPTEMBER 30, 1993 AT 3:35 A.M.
RECORDATION NUMBER 18423.**

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is entered into as of this 30th day of September, 1993, by and between THE FIRST NATIONAL BANK OF MARYLAND, a national banking association ("Lessor"), and WHEELABRATOR COAL SERVICES COMPANY, a Delaware corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, 137 newly manufactured 4,000 cubic foot, 118-ton capacity, 286,000 lb. gross rail load, roller bearing, five pocket, rapid discharge, rotary coupled aluminium open top coal hopper cars bearing GRTX reporting marks and identified by road nos. 13001 through 13130, inclusive, and WCSX reporting marks and identified by road nos. 12124 through 12130, inclusive, all as more particularly described in that certain Railcar Lease Agreement dated as of September 30, 1993 and Schedule No. 1 executed pursuant thereto (the "Lease"), between Lessor and Lessee.
2. The Lease shall be effective as of the execution date thereof and shall be subject to the Term of the Lease, as defined therein.

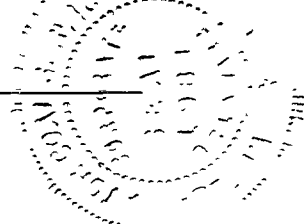
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

THE FIRST NATIONAL BANK OF MARYLAND
Lessor

By: George Wood
George Wood
Senior Vice President

WHEELABRATOR COAL SERVICES COMPANY
Lessee

By: Richard S. Haak, Jr.
Richard S. Haak, Jr.
Vice President



STATE OF MARYLAND)
)
CITY OF BALTIMORE)

SS:

On this 29th day of September, 1993, before me personally appeared, George Wood, to me personally known, who being by me duly sworn, says that he is a Senior Vice President of THE FIRST NATIONAL BANK OF MARYLAND, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on September 29th, 1993, on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



J. Doring Lloyd
Notary Public

J. DORING LLOYD
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires August 11, 1994

My Commission Expires: _____

NEW HAMPSHIRE
STATE OF ~~TEXAS~~)
ROCKINGHAM)
COUNTY OF ~~LAMB~~)

SS:

On this 30th day of September, 1993 before me personally appeared Richard S. Haak, Jr. to me personally known, who being by me duly sworn, says that he or she (as the case may be) is the Vice President of WHEELABRATOR COAL SERVICES COMPANY, a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on September 30, 1993 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Barbara Rindfleisch
Notary Public

My Commission Expires: May 23, 1995